

**By-Laws and Policy Committee**  
**Final Minutes**  
April 24, 2007

**Call to Order**

Meeting was called to order at 9:31 a.m.

**Members Present:**

Mr. Randy Seibert, appointed Chairman  
Mr. Roy Boswell, elected Vice Chairman  
Mr. Gary Teter  
Mr. Ron Miner, (Via Telephone Conference Call)

**Members Absent:**

Mr. Vinay Patel

**Others Present:**

Mr. Bill Woodson, Capital Garage, Inc.  
Ms. Anne Leigh Kerr, Troutman Sanders  
Mr. Bruce Keeney, Virginia Towing and Recovery Operators Association  
Ms. Christina Chubb, Spotts Fain Consulting  
Mr. Benjamin Foster, Executive Director, Board for Towing and Recovery Operators  
Ms. Daphane Phillips, Admin. Assistant, Board for Towing and Recovery Operators

**Election of new Vice Chairman:**

Mr. Seibert explained that after former Chairman Jeff King had resigned from the Board, Board Chairman Hodge appointed Mr. Seibert the Chairman of this Committee. On a motion by Chairman Seibert the Committee voted unanimously to elect Mr. Roy Boswell its new Vice Chairman.

**Adoption of Minutes:**

Chairman Seibert asked members to review the minutes from January 23, 2007 meeting.

There being no questions or amendments, Chairman Seibert called for a motion to approve the minutes. A motion was made by Mr. Miner and seconded by Mr. Teter.

The minutes were adopted unanimously.

## **Public Comments:**

Chairman Seibert asked whether any members of the public cared to address the Committee. Mr. Keeney with VATRO stated that it should be noted that former Chairman King had asked the two towing associations to work out differences they had concerning the draft proposed By-Laws. This has been done and those comments are represented in the draft before you today.

## **Old Business:**

The Committee reviewed the email sent to its members from Mr. King. Mr. King had suggested revisions to the draft By-Laws adopted by the Committee at its previous meeting on January 23, 2007.

Chairman Seibert handed out copies of the draft By-Laws with Mr. King's revisions to the members of the Committee and the public for review. The Committee reviewed Mr. King's suggested revisions article by article. The Committee chose to accept the bulk of the suggested revisions and not to accept certain suggested revisions in three sections: Article VIII, Section Five, Article VIII, Section Ten, and Article X.

All votes for adopting and rejecting revisions were unanimous.

Notes on the suggested revisions:

## **REVISIONS ADOPTED:**

### Article IV, Officers, Section 2.

Suggestion is for officers term to commence immediately upon election (elections are held first meeting after July 1 of each year) rather than January 1. This recognizes terms of all Board members expire June 30 of their term and that it would be contrary to continuity of Board business to elect an officer in January, only to find that Board member is not reappointed to the Board.

### Article IV, Officers, Section 3.

Change is grammatical/style in nature.

### Article VII, Ethics and Conflicts of Interest, Section 1.

Suggested change has same intent and content. By removing reference to a specific Code citation, Board does not have to monitor any change in Code section numbers.

### Article VIII, Committees of the Board, Section 9.

"BTRO" was replaced with the word "Board" since "BTRO" is not otherwise defined in the by-laws. Additionally, initial draft had the Board Chair and the Executive Director's staff coordinate materials for the meeting package,

excluding the Executive Director. Change is for the Board Chair and Executive Director to coordinate materials for the meeting package.

Article IX, Executive Director, Section 1.

First "bullet" is changed to allow the Executive Director to enter contracts on behalf of the Board but adds the provision that such contracts must be authorized by the Board.

Deletion of fourth "bullet" is suggested in that it is already covered under the second "bullet". Additionally, as worded, the fourth "bullet" would require all records be open to the public for inspection even though certain provisions of law call for certain records to be held in confidence.

Article X, Effective Date and Amendment, Section 1.

Suggestion is for by-laws to take effect by 2/3 vote versus unanimous vote. Otherwise, one lone member of the Board may prevent by-laws from ever being adopted. This suggestion was previously adopted in the prior draft adopted January 23, 2007.

**REVISIONS REJECTED:**

Article VIII, Committees of the Board, Section 5.

Old language stated that no meeting of a committee may be held unless the Committee chair or vice chair are in attendance. Concern is that after required public notice, absence of two members should not result in last minute cancellation of a committee meeting (providing a quorum is present). Additionally, initial draft failed to require a quorum for a committee meeting. Suggested changes simply require that a quorum of the members must be present for the committee to meet.

Because Robert's Rules of Order is our parliamentary authority, we did not need to address the quorum. Further, we thought it better to make sure that either a Chairman (appointed by the Board Chairman) or Vice Chairman (chosen by the Committee members) be present for a committee meeting to occur.

Article VIII, Committees of the Board, Section 10.

Suggestion is for the Board chair to serve as a voting member of any standing committee of the Board. Check and balance of the authority of the chair is addressed by any committees of the Board appointed by the Board are subject to confirmation by the Board. By recognizing the chair of the Board as a voting member of all standing committees, the chair's presence may assist in meeting quorum requirements for a committee to meet.

The Committee chose not to accept the recommendation for the Chairman to be a voting member of all committees. The thinking behind this was that if a Chair is to be a consensus builder and a neutral arbiter presiding over the Board, the Chair might end up limiting the Chair's effectiveness by voting in committees. If the Chair took a position in a committee meeting, the Chair might be unable to

effectively guide and lead other Board members once the issue was being considered by the full Board.

Article X, Effective Date and Amendment, Section 2.

Suggestion is to have the Bylaws and Policy Committee review and consider any proposed changes to the bylaws. Deleted is the provision that no bylaw change may be presented to the Board unless approved by the Bylaws and Policy Committee. This ensures that a small minority of the Board serving on the Bylaws and Policy Committee cannot prevent the full Board from considering an amendment (after review of the Committee and subject to a 2/3 vote of the full Board.)

The Committee felt that the purpose of the standing bylaws committee was to insulate the full board from time-consuming bylaws issues that may range from technical to contentious.

Chairman Seibert asked if there were any further questions or concerns regarding the draft from the committee members or the public. There being none, Chairman Seibert moved to adopt the By-Laws and present them to the full Board for vote at the next meeting. The motion to adopt was approved unanimously by the Committee.

**New Business:**

None

**Adjournment:**

There being no further business, the meeting was adjourned at 9:57 a.m.